

Executed in 7 Counterparts of
which this is Counterpart No. 6

RECORDATION NO. 8058-2 Filed & Recorded

DEC 12 1975 - 10 15 AM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT, made and entered into
as of November 1, 1975, by and between

FIRST NATIONAL CITY BANK, a national banking association
duly incorporated and existing under the laws of the United States
of America with its head office in the City of New York, New York
(the "Trustee"), party of the first part; and

SOUTHERN RAILWAY COMPANY, a Virginia corporation, (the
"Company"), party of the second part;

W I T N E S S E T H That:

WHEREAS, by Agreement dated as of September 15, 1975,
(the "Agreement"), between the Trustee and the Company there was
constituted SOUTHERN RAILWAY EQUIPMENT TRUST NO. 3 OF 1975; and

WHEREAS, by the Agreement the Trustee did let and lease
unto the Company certain railroad equipment as set forth in
Schedule A to the Agreement (the "Equipment") for a term as set
forth in the Agreement, all upon such terms and conditions as
therein specified; and

WHEREAS, Schedule A erroneously described the Heavy Duty
Flat Car, to be numbered 50091 and to be purchased from Maxson
Corporation (hereinafter "Car"), as a 300-ton Heavy Duty Flat Car,
and the Car is a 375-ton Heavy Duty Flat Car; and

WHEREAS, the parties desire to amend the Agreement to
properly describe the Car so as to prevent future confusion;

NOW, THEREFORE, in consideration of the premises and of
the sum of One Dollar (\$1.00) paid by the Company to the Trustee
at or before the ensealing and delivery hereof, the receipt of
which is hereby acknowledged, and in consideration of the rents and
covenants in the Agreement provided for and contained, the Trustee
and the Company do hereby agree that Schedule A is to read "375-ton
Heavy Duty Flat Car, Maxson Corporation, builder, to be numbered
50091," vice "300-ton Heavy Duty Flat Car, Maxson Corporation,
builder, to be numbered 50091."

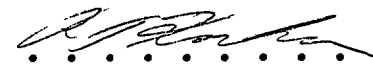
This Supplemental Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and duly attested, as of the day and year first above written.

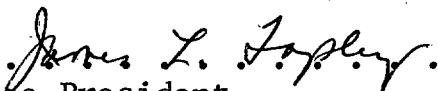
FIRST NATIONAL CITY BANK,
By


Title: TRUST OFFICER


ATTEST:


Assistant Cashier

SOUTHERN RAILWAY COMPANY,
By


Vice President

ATTEST:


Assistant Secretary

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 8th day of DECEMBER, 1975,
before me personally appeared RALPH E. JOHNSON, to
me personally known, who, being by me duly sworn, says that he is
a TRUST OFFICER of FIRST NATIONAL CITY BANK, that one
(Title)
of the seals affixed to the foregoing instrument is the corporate
seal of said corporation, that said instrument was signed and
sealed on behalf of said corporation pursuant to due corporate
authority and he acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.

... Carmelina Mills ...

CARMELINA MILLS
Notary Public, State of New York
No. 43-7957850
Qualified in Richmond County
Cert. filed in New York County
Term Expires March 30, 1976

DISTRICT OF COLUMBIA.

On this 11th day of December, 1975, before
me personally appeared James L. Dapley, to me personally
known, who, being by me duly sworn, says that he is a Vice
President of SOUTHERN RAILWAY COMPANY, that one of the seals affixed
to the foregoing instrument is the corporate seal of said corporation,
that said instrument was signed and sealed on behalf of said
corporation pursuant to due corporate authority and he acknowledged
that the execution of the foregoing instrument was the free act
and deed of said corporation.

LAWRENCE A. HUFF
NOTARY PUBLIC
IN AND FOR THE DISTRICT OF COLUMBIA
MY COMMISSION EXPIRES JUNE 30, 1977

... Lawrence A. Huff ...